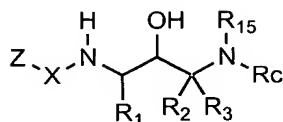


What is claimed is:

1. A compound of formula (I):



or a pharmaceutically acceptable salt thereof,

wherein Z is $[C(R_4)(R_4')]_m-B$;

m is 1-3;

where R_4 and R_4' are independently at each occurrence hydrogen, C_1-C_6 alkyl, $(CH_2)_{0-3}(C_3-C_7\text{cycloalkyl})$, $-(CH_2)_{0-3}OH$, fluorine, $-CF_3$, $-OCF_3$, $-O$ -phenyl, C_1-C_6 alkoxy, C_3-C_7 cycloalkoxy, aryl, or heteroaryl, or

where R_4 and R_4' are taken together with the carbon to which they are attached to form a 3-7 membered carbocyclic ring wherein 1 to 3 carbons of the ring is optionally substituted with O, $-N(H, C_1-C_6\text{ alkyl, or phenyl})$, or $-S(O)_{0-2}$;

where B is aryl, heteroaryl or heterocyclyl, wherein said groups are optionally substituted with 1 or 2 R_B groups,

where R_B at each occurrence is independently selected from halogen, $-OH$, $-OCF_3$, $-O$ -phenyl, $-CN$, $-NR_{100}R_{101}$, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, $(CH_2)_{0-3}(C_3-C_7\text{ cycloalkyl})$, wherein, the alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, groups are optionally substituted with 1 or 2 substituents independently selected from the group consisting of C_1-C_4 alkyl, C_1-C_4 alkoxy, halogen, $-OH$, $-CN$, or $-NR_{100}R_{101}$;

where R_{100} and R_{101} are at each occurrence are independently H, C_1-C_6 alkyl, or phenyl;

X is $-(C=O)-$ or $-(SO_2)-$;

R_1 is C_1-C_{10} alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, $-OH$, $=O$, $-SH$, $-CN$, $-CF_3$, -

OCF₃, -C₃₋₇ cycloalkyl, -C₁₋₄ alkoxy, amino, mono-dialkylamino, aryl, heteroaryl, heterocycloalkyl, wherein each aryl group is optionally substituted with 1, 2 or 3 R₅₀ groups; wherein R₅₀ is selected from halogen, OH, SH, CN, -CO-(C₁₋₄ alkyl), -NR₇R₈, -S(O)₀₋₂-(C₁₋₄ alkyl), C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ alkoxy and C₃₋₈ cycloalkyl; wherein the alkyl, alkenyl, alkynyl, alkoxy and cycloalkyl groups are optionally substituted with 1 or 2 substituents independently selected from the group consisting of C₁₋₄ alkyl, halogen, OH, -NR₅R₆, CN, C₁₋₄ haloalkoxy, NR₇R₈, and C₁₋₄ alkoxy; wherein R₅ and R₆ are independently H or C₁₋₆ alkyl; or wherein R₅ and R₆ and the nitrogen to which they are attached form a 5 or 6 membered heterocycloalkyl ring; and wherein R₇ and R₈ are independently selected from the group consisting of H; -C₁₋₄ alkyl optionally substituted with 1, 2, or 3 groups independently selected from the group consisting of -OH, -NH₂, and halogen; -C₃₋₆ cycloalkyl; -(C₁₋₄ alkyl)-O-(C₁₋₄ alkyl); -C₂₋₄ alkenyl; and -C₂₋₄ alkynyl; wherein each heteroaryl is optionally substituted with 1 or 2 R₅₀ groups; wherein each heterocycloalkyl group is optionally substituted with 1 or 2 groups that are independently R₅₀ or =O; R₂ and R₃ are independently selected from

-H;
-F;
-C₁-C₆ alkyl optionally substituted with a substituent
selected from the group consisting of -F, -OH, -C≡N, -
5 CF₃, C₁-C₃ alkoxy, and -NR₅R₆;
-(CH₂)₀₋₂-R₁₇;
-(CH₂)₀₋₂-R₁₈;
-C₂-C₆ alkenyl or C₂-C₆ alkynyl, wherein each is optionally
substituted with an independent substituent selected from
10 the group consisting of -F, -OH, -C≡N, -CF₃ and C₁-C₃
alkoxy;
-(CH₂)₀₋₂-C₃-C₇ cycloalkyl, optionally substituted an
independent substituent selected from the group
consisting of -F, -OH, -C≡N, -CF₃, C₁-C₃ alkoxy and -NR₅R₆;
15 or
R₂, R₃ and the carbon to which they are attached form a
carbocycle of three thru seven carbon atoms, wherein one
carbon atom is optionally replaced by a group selected from -
O-, -S-, -SO₂-, or -NR₇-;
20 where R₁₇ at each occurrence is an aryl group
selected from phenyl, 1-naphthyl, 2-naphthyl ,
indanyl, indenyl, dihydronaphthyl and tetralinyl,
wherein said aryl groups are optionally substituted
with one or two groups that are independently
25 -C₁-C₃ alkyl; -C₁-C₄ alkoxy; CF₃; or
-C₂-C₆ alkenyl or -C₂-C₆ alkynyl each of which is
optionally substituted with one substituent selected
from the group consisting of F, OH, C₁-C₃ alkoxy; or
-halogen;
30 -OH;
-C≡N;
-C₃-C₇ cycloalkyl;
-CO-(C₁-C₄ alkyl);
-SO₂-(C₁-C₄ alkyl);

where R_{18} is a heteroaryl group selected from pyridinyl, pyrimidinyl, quinolinyl, indolyl, prydiazinyl, pyrazinyl, isoquinolyl, quinazolinyl, quinoxalinyl, phthalazinyl, imidazolyl, isoxazolyl, oxazolyl, thiazolyl, furanyl, thienyl, pyrrolyl, oxadiazolyl or thiadiazolyl, wherein each of said heteroaryl groups is optionally substituted with one or two groups that are independently

- C_1 - C_6 alkyl optionally substituted with one substituent selected from the group consisting of OH, $C\equiv N$, CF_3 , C_1 - C_3 alkoxy, and $-NR_5R_6$;

R_{15} is selected from the group consisting of hydrogen, C_1 - C_6 alkyl, C_1 - C_6 alkoxy, C_1 - C_6 alkoxy C_1 - C_6 alkyl, hydroxy C_1 - C_6 alkyl, halo C_1 - C_6 alkyl, each of which is unsubstituted or substituted with 1, 2, 3, or 4 groups independently selected from halogen, C_1 - C_6 alkyl, hydroxy, C_1 - C_6 alkoxy, NH_2 , and $-R_{26}-R_{27}$;

wherein R_{26} is selected from the group consisting of a bond, $-C(O)-$, $-SO_2-$, $-CO_2-$, $-C(O)NR_5-$, and $-NR_5C(O)-$,

wherein R_{27} is selected from the group consisting of C_1 - C_6 alkyl, C_1 - C_6 alkoxy, aryl C_1 - C_6 alkyl, heterocycloalkyl, and heteroaryl, wherein each of the above is unsubstituted or substituted with 1, 2, 3, 4, or 5 groups that are independently C_1 - C_4 alkyl, C_1 - C_4 alkoxy, halogen, haloalkyl, hydroxyalkyl, $-NR_5R_6$, $-C(O)NR_5R_6$;

R_C is selected from the group consisting of $-(CH_2)_{0-3}-(C_3-C_8)$ cycloalkyl wherein the cycloalkyl is optionally substituted with 1, 2, or 3 groups independently selected from the group consisting of $-R_{205}$, $-CO_2-(C_1-C_4$ alkyl), and aryl, wherein aryl is optionally substituted with 1 or 2 independently selected R_{200} groups;

$-(CR_{245}R_{250})_{0-4}$ -aryl;

- (CR₂₄₅R₂₅₀)₀₋₄-heteroaryl;
- (CR₂₄₅R₂₅₀)₀₋₄-heterocycloalkyl;
- (CR₂₄₅R₂₅₀)₀₋₄-aryl-heteroaryl;
- (CR₂₄₅R₂₅₀)₀₋₄-aryl-heterocycloalkyl;
- 5 - (CR₂₄₅R₂₅₀)₀₋₄-aryl-aryl;
- (CR₂₄₅R₂₅₀)₀₋₄-heteroaryl-aryl;
- (CR₂₄₅R₂₅₀)₀₋₄-heteroaryl-heterocycloalkyl;
- (CR₂₄₅R₂₅₀)₀₋₄-heteroaryl-heteroaryl;
- (CR₂₄₅R₂₅₀)₀₋₄-heterocycloalkyl-heteroaryl;
- 10 - (CR₂₄₅R₂₅₀)₀₋₄-heterocycloalkyl-heterocycloalkyl;
- (CR₂₄₅R₂₅₀)₀₋₄-heterocycloalkyl-aryl;
- a monocyclic or bicyclic ring of 5, 6, 7 8, 9, or 10 carbons
 fused to 1 or 2 aryl, heteroaryl, or heterocycloalkyl groups
 wherein 1, 2 or 3 carbons of the monocyclic or bicyclic ring
- 15 is optionally replaced with
 - NH,
 - N(CO)₀₋₁R₂₁₅,
 - N(CO)₀₋₁R₂₂₀,
 - O, or
 - 20 -S(=O)₀₋₂,and wherein the monocyclic or bicyclic ring is optionally
substituted with 1, 2 or 3 groups that are independently
-R₂₀₅, -R₂₄₅, -R₂₅₀ or =O;
- C₂-C₆ alkenyl optionally substituted with 1, 2, or 3 R₂₀₅
- 25 groups;
- C₂-C₆ alkynyl optionally substituted with 1, 2, or 3 R₂₀₅
groups;
- wherein each aryl group attached directly or indirectly
 to the -(CR₂₄₅R₂₅₀)₀₋₄ group is optionally substituted with
- 30 1, 2, 3 or 4 R₂₀₀ groups;
- wherein each heteroaryl group attached directly or
 indirectly to the -(CR₂₄₅R₂₅₀)₀₋₄ group is optionally
 substituted with 1, 2, 3, or 4 R₂₀₀;

wherein each heterocycloalkyl attached directly or indirectly to the $-(\text{CR}_{245}\text{R}_{250})_{0-4}$ group is optionally substituted with 1, 2, 3, or 4 R_{210} ;

wherein R_{200} at each occurrence is independently selected
5 from the group consisting of

$-\text{C}_1\text{-C}_6$ alkyl optionally substituted with 1, 2, or 3 R_{205} groups;

$-\text{OH}$;

$-\text{NO}_2$;

10 $-\text{halogen}$;

$-\text{C}\equiv\text{N}$;

$-(\text{CH}_2)_{0-4}-\text{CO}-\text{NR}_{220}\text{R}_{225}$;

$-(\text{CH}_2)_{0-4}-\text{CO}-(\text{C}_1\text{-C}_8 \text{ alkyl})$;

$-(\text{CH}_2)_{0-4}-\text{CO}-(\text{C}_2\text{-C}_8 \text{ alkenyl})$;

15 $-(\text{CH}_2)_{0-4}-\text{CO}-(\text{C}_2\text{-C}_8 \text{ alkynyl})$;

$-(\text{CH}_2)_{0-4}-\text{CO}-(\text{C}_3\text{-C}_7 \text{ cycloalkyl})$;

$-(\text{CH}_2)_{0-4}-(\text{CO})_{0-1}\text{-aryl}$;

$-(\text{CH}_2)_{0-4}-(\text{CO})_{0-1}\text{-heteroaryl}$;

$-(\text{CH}_2)_{0-4}-(\text{CO})_{0-1}\text{-heterocycloalkyl}$;

20 $-(\text{CH}_2)_{0-4}-\text{CO}_2\text{R}_{215}$;

$-(\text{CH}_2)_{0-4}-\text{SO}_2-\text{NR}_{220}\text{R}_{225}$;

$-(\text{CH}_2)_{0-4}-\text{S}(\text{O})_{0-2}-(\text{C}_1\text{-C}_8 \text{ alkyl})$;

$-(\text{CH}_2)_{0-4}-\text{S}(\text{O})_{0-2}-(\text{C}_3\text{-C}_7 \text{ cycloalkyl})$;

$-(\text{CH}_2)_{0-4}-\text{N}(\text{H or } \text{R}_{215})-\text{CO}_2\text{R}_{215}$;

25 $-(\text{CH}_2)_{0-4}-\text{N}(\text{H or } \text{R}_{215})-\text{SO}_2-\text{R}_{220}$;

$-(\text{CH}_2)_{0-4}-\text{N}(\text{H or } \text{R}_{215})-\text{CO}-\text{N}(\text{R}_{215})_2$;

$-(\text{CH}_2)_{0-4}-\text{N}(-\text{H or } \text{R}_{215})-\text{CO}-\text{R}_{220}$;

$-(\text{CH}_2)_{0-4}-\text{NR}_{220}\text{R}_{225}$;

$-(\text{CH}_2)_{0-4}-\text{O}-\text{CO}-(\text{C}_1\text{-C}_6 \text{ alkyl})$;

30 $-(\text{CH}_2)_{0-4}-\text{O}-(\text{R}_{215})$;

$-(\text{CH}_2)_{0-4}-\text{S}-(\text{R}_{215})$;

$-(\text{CH}_2)_{0-4}-\text{O}-(\text{C}_1\text{-C}_6 \text{ alkyl optionally substituted with 1, 2, 3, or 5 -F})$;

$-\text{C}_2\text{-C}_6$ alkenyl optionally substituted with 1 or 2 R_{205} groups;
35

-C₂-C₆ alkynyl optionally substituted with 1 or 2 R₂₀₅ groups;

and

-(CH₂)₀₋₄-C₃-C₇ cycloalkyl;

5 wherein each aryl group included within R₂₀₀ is optionally substituted with 1, 2, or 3 groups that are independently

-R₂₀₅,

-R₂₁₀ or

10 -C₁-C₆ alkyl substituted with 1, 2, or 3 groups that are independently R₂₀₅ or R₂₁₀;

wherein each heterocycloalkyl group included within R₂₀₀ is optionally substituted with 1, 2, or 3 groups that are independently R₂₁₀;

15 wherein each heteroaryl group included within R₂₀₀ is optionally substituted with 1, 2, or 3 groups that are independently

-R₂₀₅,

-R₂₁₀, or

20 -C₁-C₆ alkyl substituted with 1, 2, or 3 groups that are independently

-R₂₀₅ or

-R₂₁₀;

25 wherein R₂₀₅ at each occurrence is independently selected from the group consisting of

-C₁-C₆ alkyl,

-C₂-C₆ alkenyl,

-C₂-C₆ alkynyl,

-C₁-C₆ haloalkoxy

30 -(CH₂)₀₋₃(C₃-C₇ cycloalkyl)

-halogen,

-(CH₂)₀₋₆-OH,

-O-phenyl,

-SH,

35 -(CH₂)₀₋₆-C≡N,

- (CH₂)₀₋₆-C(=O)NR₂₃₅R₂₄₀

-CF₃,

-C₁-C₆ alkoxy, and

-NR₂₃₅R₂₄₀,

5 wherein R₂₁₀ at each occurrence is independently selected from the group consisting of

-C₁-C₆ alkyl optionally substituted with 1, 2, or 3 R₂₀₅ groups;

10 -C₂-C₆ alkenyl optionally substituted with 1, 2, or 3 R₂₀₅ groups;

-C₂-C₆ alkynyl optionally substituted with 1, 2, or 3 R₂₀₅ groups;

-halogen;

15 -C₁-C₆ alkoxy;

-C₁-C₆ haloalkoxy;

-NR₂₂₀R₂₂₅;

-OH;

-C≡N;

20 -C₃-C₇ cycloalkyl optionally substituted with 1, 2, or 3 R₂₀₅ groups;

-CO-(C₁-C₄ alkyl);

-SO₂-NR₂₃₅R₂₄₀;

-CO-NR₂₃₅R₂₄₀;

25 -SO₂-(C₁-C₄ alkyl); and

=O; wherein

wherein R₂₁₅ at each occurrence is independently selected from the group consisting of

-C₁-C₆ alkyl,

30 - (CH₂)₀₋₂-(aryl),

-C₂-C₆ alkenyl,

-C₂-C₆ alkynyl,

-C₃-C₇ cycloalkyl,

- (CH₂)₀₋₂-(heteroaryl), and

35 - (CH₂)₀₋₂-(heterocycloalkyl);

wherein the aryl group included within R₂₁₅ is optionally substituted with 1, 2, or 3 groups that are independently

-R₂₀₅ or

5

-R₂₁₀;

wherein the heterocycloalkyl group included within R₂₁₅ is optionally substituted with 1, 2, or 3 R₂₁₀;

wherein each heteroaryl group included within R₂₁₅ is optionally substituted with 1, 2, or 3 R₂₁₀;

10

wherein R₂₂₀ and R₂₂₅ at each occurrence are independently selected from the group consisting of

-H,

-C₁-C₆ alkyl,

-hydroxy C₁-C₆ alkyl,

15

-amino C₁-C₆ alkyl,

-halo C₁-C₆ alkyl,

-(CH₂)₀₋₂-(C₃-C₇ cycloalkyl),

-(C₁-C₆ alkyl)-O-(C₁-C₃ alkyl),

-C₂-C₆ alkenyl,

20

-C₂-C₆ alkynyl,

-aryl,

-heteroaryl, and

-heterocycloalkyl;

25

wherein the aryl, heteroaryl or heterocycloalkyl group included within R₂₂₀ and R₂₂₅ is optionally substituted with 1, 2, or 3 R₂₇₀ groups,

wherein R₂₇₀ at each occurrence is independently

-R₂₀₅,

-C₁-C₆ alkyl optionally substituted with 1, 2, or 3

30

R₂₀₅ groups;

-C₂-C₆ alkenyl optionally substituted with 1, 2, or 3

R₂₀₅ groups;

-C₂-C₆ alkynyl optionally substituted with 1, 2, or 3

R₂₀₅ groups;

35

-halogen;

-C₁-C₆ alkoxy;

-C₁-C₆ haloalkoxy;

-NR₂₃₅R₂₄₀;

-OH;

5 -C≡N;

-C₃-C₇ cycloalkyl optionally substituted with 1, 2,
or 3 R₂₀₅ groups;

-CO-(C₁-C₄ alkyl);

-SO₂-NR₂₃₅R₂₄₀;

10 -CO-NR₂₃₅R₂₄₀;

-SO₂-(C₁-C₄ alkyl); and

=O;

wherein R₂₃₅ and R₂₄₀ at each occurrence are independently

-H, or

15 -C₁-C₆ alkyl;

-phenyl

wherein R₂₄₅ and R₂₅₀ at each occurrence are independently
selected from the group consisting of

-H,

20 -(CH₂)₀₋₄CO₂C₁-C₄ alkyl

-(CH₂)₀₋₄C(=O)C₁-C₄ alkyl

-C₁-C₄ alkyl,

-C₁-C₄ hydroxyalkyl,

-C₁-C₄ alkoxy,

25 -C₁-C₄ haloalkoxy,

-(CH₂)₀₋₄-C₃-C₇ cycloalkyl,

-C₂-C₆ alkenyl,

-C₂-C₆ alkynyl,

-(CH₂)₀₋₄ aryl,

30 -(CH₂)₀₋₄ heteroaryl, and

-(CH₂)₀₋₄ heterocycloalkyl, or

wherein R₂₄₅ and R₂₅₀ are taken together with the carbon to
which they are attached to form a monocycle or bicycle of
3, 4, 5, 6, 7 or 8 carbon atoms, optionally where 1 or 2

carbon atoms is replaced by a heteroatom selected from the group consisting of

-O-,

-S-,

5 -SO₂-, and

-NR₂₂₀-;

wherein the aryl, heteroaryl or heterocycloalkyl group included within R₂₄₅ and R₂₅₀ is optionally substituted with 1, 2, or 3 groups that are independently halogen, C₁₋₆ alkyl, CN or OH;

10

wherein R₂₅₅ and R₂₆₀ at each occurrence are independently selected from the group consisting of

-H;

-C₁-C₆ alkyl optionally substituted with 1, 2, or 3 R₂₀₅

15 groups;

-(CH₂)₁₋₂-S(O)₀₋₂-(C₁-C₆ alkyl);

-(CH₂)₀₋₄-C₃-C₇ cycloalkyl optionally substituted with 1, 2, or 3 R₂₀₅ groups;

-(CH₂)₀₋₄-aryl;

20

-(CH₂)₀₋₄-heteroaryl;

-(CH₂)₀₋₄-heterocycloalkyl;

wherein each aryl group included within R₂₅₅ and R₂₆₀ is optionally substituted with 1, 2, or 3 groups that are independently

25

-R₂₀₅,

-R₂₁₀, or

-C₁-C₆ alkyl substituted with 1, 2, or 3 groups that are independently

-R₂₀₅ or

30

-R₂₁₀;

where each heteroaryl group included within R₂₅₅ and R₂₆₀ is optionally substituted with 1, 2, 3, or 4 R₂₀₀ groups, and

where each heterocycloalkyl group included within R_{255} and R_{260} is optionally substituted with 1, 2, 3, or 4 R_{210} groups.

5 2. A compound according to claim 1, wherein:

10 Z is $-(CH_2)_{1-3}$ -aryl or $-(CH_2)_{1-3}$ -heteroaryl, wherein each ring is independently optionally substituted with 1 or 2 groups independently selected from halogen, -OH, -OCF₃, -O-phenyl, -CN, -NR₁₀₀R₁₀₁, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy, (CH₂)₀₋₃(C₃-C₇ cycloalkyl), aryl, heteroaryl, or heterocyclyl wherein, the alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, aryl, heteroaryl, or heterocyclyl groups are optionally substituted with 1 or 2 substituents independently selected from the group consisting of C₁-C₄ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, halogen, -OH, -CN, or -NR₁₀₀R₁₀₁;

20 3. A compound according to claim 1, wherein X is - (C=O) -.

 4. A compound according to claim 1, wherein:
25 R₁ is -C₁-C₆ alkyl-aryl, -C₁-C₆ alkyl-heteroaryl, or -C₁-C₆ alkyl-heterocyclyl, wherein each aryl group at each occurrence is optionally substituted with 1, 2 or 3 R₅₀ groups;

 wherein R₅₀ is independently selected from halogen, OH, SH, CN, -CO-(C₁-C₄ alkyl), -NR₇R₈, -S(O)₀₋₂-(C₁-C₄ alkyl), C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy, or
30 C₃-C₈ cycloalkyl;

 wherein the alkyl, alkenyl, alkynyl, alkoxy, or cycloalkyl groups are optionally substituted with 1 or 2 substituents independently selected from the group consisting of C₁-C₄ alkyl, halogen, OH, -NR₅R₆,
35 CN, C₁-C₄ haloalkoxy, NR₇R₈, and C₁-C₄ alkoxy;

wherein R_5 and R_6 at each occurrence are independently H or C_1 - C_6 alkyl; or

wherein R_5 and R_6 and the nitrogen to which they are attached, at each occurrence form a 5 or 6 membered heterocycloalkyl ring; and

wherein R_7 and R_8 are independently selected from the group consisting of H; - C_1 - C_4 alkyl optionally substituted with 1, 2, or 3 groups independently selected from the group consisting of -OH, - NH_2 , and halogen; - C_3 - C_6 cycloalkyl; -(C_1 - C_4 alkyl)-O-(C_1 - C_4 alkyl); - C_2 - C_4 alkenyl; and - C_2 - C_4 alkynyl;

wherein each heteroaryl at each occurrence is optionally substituted with 1 or 2 R_{50} groups;

wherein each heterocycloalkyl group at each occurrence is optionally substituted with 1 or 2 groups that are independently R_{50} or =O..

5. A compound according to claim 1, wherein R_2 and R_3 are hydrogen.

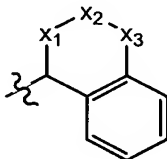
6. A compound according to claim 1, wherein R_{15} is hydrogen.

7. A compound according to claim 1, wherein R_C is selected from the group consisting of: -(CH_2)₀₋₃-(C_3 - C_8) cycloalkyl wherein the cycloalkyl is optionally substituted with 1, 2, or 3 groups independently selected from the group consisting of - R_{205} , and - CO_2 -(C_1 - C_4 alkyl); and a monocyclic or bicyclic ring of 5, 6, 7, 8, 9, or 10 carbons fused to 1 or 2 aryl, heteroaryl, or heterocycloalkyl groups wherein 1, 2 or 3 carbons of the monocyclic or bicyclic ring is optionally replaced with

-NH, -N(CO)₀₋₁R₂₁₅, -N(CO)₀₋₁R₂₂₀, -O, or -S(=O)₀₋₂, and wherein the monocyclic or bicyclic ring can be optionally substituted with 1, 2 or 3 groups that are independently -R₂₀₅ -R₂₄₅, R₂₅₀ or =O.

5

8. A compound according to claim 1 wherein R_C is



wherein x₁, x₂, and x₃ are independently -CHR₂₄₅, SO₂, or NH, and wherein the phenyl ring is optionally substituted with 1 or 2 -R₂₄₅ groups.

10

9. A compound according to claim 8 wherein one of x₁, x₂, or x₃ is SO₂.

15

10. A compound according to claim 8 wherein one of x₁, x₂, or x₃ is NH.

11. A compound according to claim 8 wherein x₁, x₂, and x₃ are each CH₂.

20

12. A compound according to claim 1 selected from the group consisting of:

N-((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{[(4*R*)-6-ethyl-2,2-dioxido-3,4-dihydro-1*H*-isothiochromen-4-yl]amino}-2-hydroxypropyl)-2-(1*H*-imidazol-4-yl)acetamide;

N-((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{[(4*R*)-6-ethyl-2,2-dioxido-3,4-dihydro-1*H*-isothiochromen-4-yl]amino}-2-hydroxypropyl)-2-phenylacetamide;

N-((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{[(4*R*)-6-ethyl-2,2-dioxido-3,4-dihydro-1*H*-isothiochromen-4-yl]amino}-2-hydroxypropyl)-3-phenylpropanamide;

2-(2-amino-1,3-thiazol-4-yl)-N-((1*S*,2*R*)-1-(3,5-

difluorobenzyl)-3-{[(4R)-6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino}-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(4R)-6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino}-2-hydroxypropyl)-2-pyridin-4-ylacetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(4R)-6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino}-2-hydroxypropyl)-2-pyridin-3-ylacetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(4R)-6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino}-2-hydroxypropyl)-2-pyridin-2-ylacetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(4R)-6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino}-2-hydroxypropyl)-2-thien-2-ylacetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(4R)-6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino}-2-hydroxypropyl)-2-(1H-indol-3-yl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(4R)-6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino}-2-hydroxypropyl)-2-hydroxy-2-phenylacetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(4R)-6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino}-2-hydroxypropyl)-2-(3-methylisoxazol-5-yl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(4R)-6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino}-2-hydroxypropyl)-3-thien-2-ylpropanamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(4R)-6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino}-2-hydroxypropyl)-4-thien-2-ylbutanamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(4R)-6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino}-2-hydroxypropyl)-4-(3,4-dimethoxyphenyl)butanamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(4R)-6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino}-2-

hydroxypropyl)-4-(4-methoxyphenyl)butanamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[(4S)-6-neopentyl-3,4-dihydro-2H-chromen-4-yl]amino}propyl)-2-phenylacetamide;

N-[(1S,2R)-3-{[(4S)-6-tert-butoxy-3,4-dihydro-2H-chromen-4-yl]amino}-1-(3,5-difluorobenzyl)-2-hydroxypropyl]-2-phenylacetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[(4S)-6-neopentyl-1,2,3,4-tetrahydroquinolin-4-yl]amino}propyl)-2-phenylacetamide;

N-[(1S,2R)-3-{[(4S)-6-tert-butoxy-1,2,3,4-tetrahydroquinolin-4-yl]amino}-1-(3,5-difluorobenzyl)-2-hydroxypropyl]-2-phenylacetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[(1S)-7-neopentyl-1,2,3,4-tetrahydronaphthalen-1-yl]amino}propyl)-2-phenylacetamide;

N-[(1S,2R)-3-{[(1S)-7-tert-butoxy-1,2,3,4-tetrahydronaphthalen-1-yl]amino}-1-(3,5-difluorobenzyl)-2-hydroxypropyl]-2-phenylacetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[(4R)-6-neopentyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino}propyl)-2-phenylacetamide;

N-[(1S,2R)-3-{[(4R)-6-tert-butoxy-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino}-1-(3,5-difluorobenzyl)-2-hydroxypropyl]-2-phenylacetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[1-(3-neopentylphenyl)cyclohexyl]amino}propyl)-2-phenylacetamide;

N-[(1S,2R)-3-{[1-(3-tert-butoxyphenyl)cyclohexyl]amino}-1-(3,5-difluorobenzyl)-2-hydroxypropyl]-2-phenylacetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[1-(3-neopentylphenyl)cyclopropyl]amino}propyl)-2-phenylacetamide;

N-[(1S,2R)-3-{[1-(3-tert-butoxyphenyl)cyclopropyl]amino}-1-(3,5-difluorobenzyl)-2-hydroxypropyl]-2-phenylacetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[(4-neopentyl-1,1'-biphenyl-2-yl)methyl]amino}propyl)-2-

phenylacetamide;

N-[(1S,2R)-3-{[(4-tert-butoxy-1,1'-biphenyl-2-yl)methyl]amino}-1-(3,5-difluorobenzyl)-2-hydroxypropyl]-2-phenylacetamide;

N-{(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(2-neopentyl-9H-fluoren-9-yl)amino]propyl}-2-phenylacetamide;

N-[(1S,2R)-3-[(2-tert-butoxy-9H-fluoren-9-yl)amino]-1-(3,5-difluorobenzyl)-2-hydroxypropyl]-2-phenylacetamide;

N-((2S,3R)-1-(3,5-difluorophenyl)-4-((R)-7-ethyl-1,2,3,4-tetrahydronaphthalen-1-ylamino)-3-hydroxybutan-2-yl)-2-(3,5-dimethoxyphenyl)acetamide;

N-((2S,3R)-1-(3,5-difluorophenyl)-4-((R)-7-ethyl-1,2,3,4-tetrahydronaphthalen-1-ylamino)-3-hydroxybutan-2-yl)-2-(1H-imidazol-4-yl)acetamide;

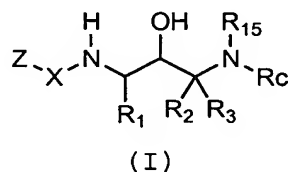
N-((2S,3R)-1-(3,5-difluorophenyl)-4-((R)-7-ethyl-1,2,3,4-tetrahydronaphthalen-1-ylamino)-3-hydroxybutan-2-yl)-2-phenylacetamide;

N-((2S,3R)-1-(3,5-difluorophenyl)-4-((R)-7-ethyl-1,2,3,4-tetrahydronaphthalen-1-ylamino)-3-hydroxybutan-2-yl)-2-(pyridin-2-yl)acetamide;

N-((2S,3R)-1-(3,5-difluorophenyl)-4-((R)-7-ethyl-1,2,3,4-tetrahydronaphthalen-1-ylamino)-3-hydroxybutan-2-yl)-2-(pyridin-3-yl)acetamide; and

N-((2S,3R)-1-(3,5-difluorophenyl)-4-((R)-7-ethyl-1,2,3,4-tetrahydronaphthalen-1-ylamino)-3-hydroxybutan-2-yl)-2-(1H-indol-3-yl)acetamide.

13. A method for making a compound of formula (I)



or a pharmaceutically acceptable salt or ester thereof,
wherein Z, X, R₁, R₂, R₃, R₁₅ and R_C are as defined in
claim 1.

5 14. A method for the treatment or prevention of
Alzheimer's disease, mild cognitive impairment Down's
syndrome, Hereditary Cerebral Hemorrhage with Amyloidosis of
the Dutch-Type, cerebral amyloid angiopathy, other
degenerative dementias, dementias of mixed vascular and
10 degenerative origin, dementia associated with Parkinson's
disease, dementia associated with progressive supranuclear
palsy, dementia associated with cortical basal degeneration,
diffuse Lewy body type of Alzheimer's disease comprising
administration of a therapeutically effective amount of a
15 compound or salt according to Claim 1, to a patient in need
thereof.

 15. A method of treatment as in claim 14, wherein the
patient is a human.
20

 16. A method of treatment according to claim 14, wherein
the disease is dementia.

 17. A pharmaceutical composition comprising a compound
25 according to claim 1 in combination with a physiologically
acceptable carrier or excipient.